

# **EXHIBIT 1**

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**LATHAM & WATKINS** LLP

April 28, 2016

Adam A. Reeves,  
Assistant United States Attorney  
Deputy Chief, Economic Crimes Section  
United States Attorney's Office  
Northern District of California  
450 Golden Gate Avenue, 11th Floor  
San Francisco, California 94102-3495

Re: *In re Autonomy Investigation*

Dear Mr. Reeves:

Given the international scope of this matter, you, on behalf of the United States Attorney's Office for the Northern District of California (the "Office"), have requested a written assurance that my clients, Deloitte LLP, Richard Knights, Nigel Mercer, Lee Welham, and Thomas Murray, will continue to cooperate fully, and in good faith, with the Office in any prosecution that may result from its investigation into the facts and circumstances surrounding the financial reporting of Autonomy Corporation plc and its affiliates and subsidiaries (collectively "Autonomy") and Autonomy's acquisition by Hewlett-Packard Company in 2011. We are pleased to provide the assurance your Office has requested.

Deloitte LLP, and Messrs. Knights, Mercer, Welham, and Murray, agree to cooperate fully and in good faith with the Office, and with the Federal Bureau of Investigation, regarding all of the facts and circumstances of this case, including, without limitation, the facts and circumstances surrounding the financial reporting of Autonomy; Deloitte LLP's provision of auditing, review, and other services to Autonomy; and Autonomy's acquisition by Hewlett-Packard Company. In particular, Deloitte LLP, and Messrs. Knights, Mercer, Welham, and Murray, each agree that cooperation shall include, but is not limited to, the following:

- a. Meeting with the Office, in London, when requested to do so, and responding truthfully and completely to any and all questions with respect to the facts and circumstances of the case;
- b. Providing all documents, records, or other evidence in Deloitte LLP's or the individuals' possession, custody, or control concerning these subject matters when requested to do so by the Office;

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- c. As to the individuals, Messrs. Knights, Mercer, Welham, and Murray, appearing in person at any trial or other proceeding as requested by the Office and testifying truthfully and completely;
- d. As to Deloitte LLP, producing a custodian of records to authenticate its business records at any trial or other proceeding as requested by the Office; and
- e. Continuing to cooperate in good faith, in the manner described herein, even if Messrs. Knights, Mercer, Welham, or Murray decide to leave Deloitte LLP.

Deloitte LLP, Messrs. Knights, Mercer, Welham, and Murray, each hereby authorize their counsel, Latham & Watkins, to accept service by e-mail of any grand jury subpoena or trial subpoena compelling his appearance and testimony in the United States in connection with the Office's investigation of Autonomy and, in so doing, waives any right to be served with any such subpoena in compliance with the mutual legal assistances treaties between the United States and the United Kingdom. Messrs. Knights, Mercer, Welham, and Murray, each further agrees that, if subpoenaed in the manner set forth above, he will travel voluntarily to the United States to appear and testify at any proceeding, hearing or trial that may result from this investigation.

Nothing in this letter is a waiver by my clients of any applicable attorney-client privilege or other privilege.

Sincerely,



James J. Farrell  
of LATHAM & WATKINS LLP

cc: Deloitte LLP  
Richard Knights  
Nigel Mercer  
Lee Welham  
Thomas Murray